

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
NEWNAN DIVISION

IN RE: :
FOURTH QUARTER PROPERTIES 118, LLC, : Chapter 11 Case No. 09-13960
Debtor. :
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IN RE: :
FOURTH QUARTER PROPERTIES 140, LLC, : Chapter 11 Case No. 09-13961
Debtor. :
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IN RE: :
FOURTH QUARTER PROPERTIES 161, LP, : Chapter 11 Case No. 09-13962
Debtor. :
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IN RE: :
FOURTH QUARTER PROPERTIES 162, LP, : Chapter 11 Case No. 09-13963
Debtor. :
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EMERGENCY MOTION FOR TURNOVER OF RENTS AND FOR INTERIM ORDER (i)
AUTHORIZING DEBTORS TO USE CASH COLLATERAL AND
(ii) SETTING FINAL HEARING

COME NOW, Fourth Quarter Properties 118, LLC (“FQP118”), Fourth Quarter Properties 140, LLC (“FQP140”), Fourth Quarter Properties 161, LP (“FQP161”), and Fourth Quarter Properties 162, LP (“FQP162”), Debtors and Debtors-In-Possession in the above-captioned cases (collectively the “Debtors”), and file this motion and respectfully show as follows:

1. On November 2, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for reorganization under Chapter 11 of the United States Bankruptcy Code. The Debtors continue to operate their business and manage their properties as Debtors-In-Possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. No creditors’ committee has been appointed in these cases. No trustee or examiner has been appointed.

3. The Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein is 11 U.S.C. §§ 361, 363, 542 and 552 and Bankruptcy Rule 4001.

SUMMARY OF RELIEF REQUESTED

5. By this motion, the Debtors are asking the Court (1) to require the Lenders (defined below) to turn over rents which they have collected from the Property (defined below) owned by the Debtors and (2) grant both interim and final authorization to use the rents as cash collateral to pay the operating expenses of the Property.

SUMMARY OF DEBT AND LIEN POSITIONS

6. Each of the Debtors is the owner of separate parcels of adjoining real property located in San Antonio, Texas. The real property owned by the Debtors contains a number of improvements thereon and are jointly operated as a retail shopping center, or mall, commonly known as the RIM (collectively, the “Property”). The real property owned by the Debtors contains a total of approximately 82 acres.

7. On information and belief, the Lenders (defined below) contend that each of the Debtors are jointly obligated to various lenders on the basis of the following Promissory Notes (the “Notes”):

- (a) Secured promissory note from Debtors to Wachovia Bank, National Association (“Wachovia”) dated April 25, 2008 in the principal amount of \$54,941,285.00;
- (b) Secured promissory note from Debtors to Compass Bank dated April 25, 2008 in the principal amount of \$30,000,000.00;
- (c) Secured promissory note from Debtors to PNC Bank, National Association (“PNC Bank”) dated April 25, 2008 in the principal amount of \$25,000,000.00; and
- (d) Secured promissory note from Debtors to Carolina First Bank dated April 25, 2008 in the principal amount of \$15,000,000.00.

(Wachovia, Compass Bank, PNC Bank, and Carolina First Bank may hereinafter be referred to individually or collectively as the “Lenders”). Wachovia acts as the Administrative Agent for the Lenders with respect to the Notes pursuant to a Loan Agreement by and among the Debtors and the Lenders dated on or about April 25, 2008. On information and belief, the Lenders contend that the Debtors jointly owe the Lenders on the above-referenced notes the total sum of \$117,342,522.00.

8. On information and belief, the Lenders contend that the Debtors’ obligations to the Lenders are secured by: (a) Deed of Trust and Security Agreement with respect to the Property dated April 25, 2008 from the Debtors to TRUSTEE, Inc., in trust for the use and benefit of Wachovia, as agent for the Lenders, and recorded in the records of the Clerk of Court of Bexar County, Texas, Book 13465, Page 2167; (b) Assignment of Rents and Leases with respect to the property dated April 25, 2008 from the Debtors to Wachovia, as agent for the

Lenders, recorded in the records of the Clerk of Court of Bexar County, Texas, Book 13465, Page 2211, re-recorded in Book 13466, Page 1846, and re-recorded in Book 13468, Page 401; (c) UCC Financing Statement recorded on May 1, 2008 in the records of the Clerk of Superior Court of Coweta County, Georgia; and (d) UCC Financing Statement recorded on or about May 1, 2008 in the records of the Clerk of Court of Bexar County, Texas.

9. On information and belief, the Debtors may have claims against the Lenders arising out of prepetition actions by the Lenders which resulted in damages to the Debtors. By filing this motion and requesting the relief herein, Debtors do not waive such claims.

10. Although there is some overlap of unsecured debt with respect to the Debtors, for the most part, each entity has its own tenants and unsecured creditors.

DEBTORS' OWNERSHIP STRUCTURE

11. FQP118 is a Georgia limited liability company headquartered in Newnan, Georgia. Stanley E. Thomas is the sole member of FQP118.

12. FQP140 is a Georgia limited liability company headquartered in Newnan, Georgia. Stanley E. Thomas is the sole member of FQP140.

13. FQP161 is a Georgia limited partnership headquartered in Newnan, Georgia. Fourth Quarter Properties 151, Inc. holds a 1% interest in FQP161 and acts as the general partner. Stanley E. Thomas holds a 99% interest in FQP161 and acts as a limited partner. Stanley E. Thomas owns 100% of the outstanding stock of Fourth Quarter Properties 151, Inc.

14. FQP162 is a Georgia limited partnership headquartered in Newnan, Georgia. Fourth Quarter Properties 152, Inc. holds a 1% interest in FQP162 and acts as the general partner. Stanley E. Thomas holds a 99% interest in FQP162 and acts as a limited partner. Stanley E. Thomas owns 100% of the outstanding stock of Fourth Quarter Properties 152, Inc.

PROPERTY INCOME AND EXPENSES

15. The Property is managed by Thomas Enterprises, Inc., a Georgia corporation wholly owned by Stanley E. Thomas.

16. The Debtors have a combined rent roll for the Property which generates average monthly rental of approximately \$948,395.00. On information and belief, the Lenders assert a postpetition lien in these revenues pursuant to 11 U.S.C. § 552(b)(2) and such Lenders contend that these revenues constitute cash collateral under 11 U.S.C. § 363(a).

17. The Property has average monthly expenses of between \$233,000.00 and \$262,400.00.

18. In December, property tax recoveries from the tenants result in substantially higher income. Consequently, the management fees (based on a percentage of income) are also higher. Total expenses are substantially increased in December because of the increased management fee and due to the payment of property taxes during that month.

19. Attached hereto, incorporated herein by this reference and marked Exhibit "A" are the Debtors' operating budgets for the months of November, 2009 through March, 2010.

20. In addition, attached hereto as Exhibit "B" and incorporated herein by this reference is an estimate of the expenses which need to be paid within the next 15 days at the Property.

RELIEF REQUESTED

A. 11 U.S.C. § 542 - TURNOVER.

21. Prior to the filing of these Chapter 11 cases, Wachovia, as the Administrative Agent for the Lenders, made demand on all of the Debtors' tenants that the tenants pay their rent to Wachovia. Since that time, on information and belief, Wachovia received \$535,079.89 from

Debtors' tenants representing rents owed in September, 2009 and \$407,664.96 representing rents owed in October, 2009.

22. To date, Debtors have received November rents of \$39,063.93, from which a prepetition payment of \$11,448.00 was made, leaving the Debtors with \$28,238.67 in their respective accounts.

23. Pursuant to 11 U.S.C. § 542(a), upon the filing of a Chapter 11 case, an entity holding property which the debtor-in-possession may use, sell or lease under 11 U.S.C. § 363 must deliver such property to the debtor and account for such property.

24. By this motion, the Debtors request that Wachovia be required (i) to provide an accounting of the rents which it has collected from the Property, (ii) to deliver any rents in its possession to the Debtors, (iii) to cease and desist from collecting any future rents and (iv) to turn over to Debtors any future rents which it does receive.

B. USE OF CASH COLLATERAL - 11 U.S.C. § 363.

25. Under 11 U.S.C. § 363(c)(2), the Debtors may not use cash collateral unless the Lenders consent to such use or the Court, after notice and hearing, authorizes the use of such cash collateral. The Debtors are required to segregate and account for cash collateral under § 363(c)(4). To the extent the Lenders have an interest in the cash collateral, they are entitled to adequate protection to the extent of the use of such cash collateral under § 363(e).

26. By this motion, Debtors seek to use such cash collateral in the operation of their business in accordance with the budgets attached hereto as Exhibits "A" and "B".

27. The rent from the Property is the sole source of income to the Debtors. Without the use of these rents to operate the Property, Debtors will not be able to remain open and will be forced to close.

28. The urgent need to preserve the Debtors' business and avoid immediate and irreparable harm to the estates makes it imperative that the Debtors be authorized to use cash collateral pursuant to the terms and conditions offered herein, pending a final hearing.

29. At this stage of the Chapter 11 cases, it is critical that the Debtors maintain the confidence of their employees, suppliers, customers and tenants in their ability to meet their postpetition obligations and to continue to conduct their business. Continued cash unavailability is essential to the Debtors' ability to achieve these important aims. The denial of interim use of cash collateral for these purposes will result in termination of the Debtors' operations, irreparably damaging the going concern value of the Debtors' business and cause substantial prejudice to the Debtors' estate and their creditors.

30. Accordingly, pursuant to Bankruptcy Rule 4001(b)(2), this Court should authorize the Debtors to use the rents on an interim basis pursuant to this motion and pursuant to Exhibit "B" attached hereto, and to thereafter schedule a final hearing.

31. At such final hearing, Debtors request that the Court grant final authority for the Debtors to use the rents pursuant to the budgets attached as Exhibit "A".

ADEQUATE PROTECTION

32. Debtors contend that there is equity in the Property over and above the asserted liens of the Lenders. Accordingly, the Lenders are adequately protected by an equity cushion in the Property.

33. In addition, to the extent that the Lenders have a lien in the rents, their lien continues postpetition pursuant to 11 U.S.C. § 552. Over the period of time covered by the budgets attached as Exhibit "A", net revenue after direct expenses will total \$2,347,142.83. Accordingly, the accrual of the additional rents provides additional adequate protection to the Lenders.

34. In addition, operation of the Debtors' business and Property will maintain the value of the Property. If the Debtors are not allowed to use the rents, the business of the Debtors will cease and the value of the Property will decrease significantly. Accordingly, maintaining the value of the Property by use of the rents provides the Lenders additional adequate protection.

35. Debtors will provide Lenders with reasonable access to inspect the Property and will provide monthly reports on the operations of the Property and the use of the rents.

NOTICE WITH RESPECT TO FINAL HEARING

36. Pursuant to Bankruptcy Rule 4001, the Debtors respectfully request that the Court schedule a final hearing on this motion and that the Debtors be authorized to provide notice thereof by serving the Interim Order upon the United States Trustee, counsel for the Lenders and the 20 largest unsecured creditors of the Debtors.

WHEREFORE, Debtors pray that this their motion be inquired into by the Court, that the Court require Wachovia to turn over all current and future rents, that the Debtors be authorized to use the rents on an interim and final basis and for such other and further relief as is just and proper.

This 4th day of November, 2009.

STONE & BAXTER, LLP
By:

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Attorneys for Debtors and Debtors-in-Possession

ACCOUNT NUMBER	DESCRIPTION	NOVEMBER 2009
REVENUE		
4100-0000 BASE MONTHLY RENT		777,798.33
4600-0001 TAX EXPENSE RECOVERY		42,542.83
4600-0002 OPERATING EXP RECOVERY		121,314.59
4600-0003 INSURANCE EXP RECOVERY		2,939.87
4600-0004 UTILITY/JANIT EXP RECOVER		878.05
4600-0011 PROMOTIONAL FUND RECOVERY		542.09
4600-0024 TRASH EXPENSE RECOVERY		2,379.65
TOTAL REVENUE		948,395.41
 COMMON AREA MAINTENANCE		
6000-0000 CLEANING - C/S DAY		7,488.00
6000-0002 WINDOW CLEANING		250.00
6000-0005 CLEANING - TRASH		416.89
6000-0006 CLEANING - PARKING LOT		11,383.74
6000-0010 CLEANING - PRESSURE WASH		6,484.26
6050-0000 SECURITY - CONTRACT SVCS		55,329.15
6050-0008 SECURITY - VEHICLE EXPENS		1,514.67
6080-0000 LANDSCAPE - CONTRACT		24,424.00
6080-0001 LANDSCAPE - C/S EXTER		6,185.01
6080-0010 LANDSCAPE -SEASONAL COLOR		5,006.00
SUBTOTAL		118,481.71
 GENERAL PROPERTY SERVICES		
6100-0010 PROPERTY - MAINTENCE		16,666.67
6100-0025 PROPERTY - MGMT OFFICE		2,878.81
6100-0057 PROPERTY - MUSIC SYSTEM		50.00
6100-0065 PROPERTY - LIGHTING C/S		2,595.00
6100-0066 PROPERTY - WATER FEATURE		562.50
6200-0010 UTILITIES - ELECTRIC		13,612.50
6200-0035 UTILITIES - IRR/FIRE LINE		570.00
6300-0000 PROPERTY MGMT FEES		47,419.77
SUBTOTAL		84,355.25
TOTAL CAM EXPENSE		202,836.96
 DIRECT PROPERTY EXPENSES		
6050-0005 ALARM SYSTEMS		1,275.25
6100-0054 PROPERTY - FIRE HYD TEST		-
6100-5001 TENANT TRASH		1,692.84
6200-0030 UTILITIES- WATER/SEWER		10,900.00
SUBTOTAL		13,868.09
 SITE ADMINISTRATIVE EXPENSES		
6300-0014 ADMIN - EQUIPMENT		400.00
6300-0040 COMMUNICATIONS		860.00
6300-0065 POSTAGE		92.50
SUBTOTAL		1,352.50
 MARKETING EXPENSES		
6400-1011 MKT - CHRISTMAS		25,000.00
SUBTOTAL		25,000.00
 REAL ESTATE TAXES		
SUBTOTAL		-
 INSURANCE EXPENSES		
6500-0040 INSURANCE - OTHER		19,356.00
SUBTOTAL		19,356.00
 LANDLORD EXPENSES		
SUBTOTAL		-
TOTAL EXPENSES		262,413.55
NET AFTER EXPENSES		685,981.86

EXHIBIT "A"

ACCOUNT NUMBER	DESCRIPTION	DECEMBER 2009
REVENUE		
4100-0000	BASE MONTHLY RENT	777,798.33
4600-0001	TAX EXPENSE RECOVERY	1,341,003.08
4600-0002	OPERATING EXP RECOVERY	121,314.59
4600-0003	INSURANCE EXP RECOVERY	2,939.87
4600-0004	UTILITY/JANIT EXP RECOVER	878.05
4600-0011	PROMOTIONAL FUND RECOVERY	542.09
4600-0024	TRASH EXPENSE RECOVERY	<u>2,379.65</u>
	TOTAL REVENUE	<u>2,246,855.66</u>
 COMMON AREA MAINTENANCE		
6000-0000	CLEANING - C/S DAY	7,488.00
6000-0002	WINDOW CLEANING	250.00
6000-0005	CLEANING - TRASH	416.89
6000-0006	CLEANING - PARKING LOT	11,383.74
6000-0010	CLEANING - PRESSURE WASH	6,484.26
6050-0000	SECURITY - CONTRACT SVCS	55,329.15
6050-0008	SECURITY - VEHICLE EXPENS	1,514.67
6080-0000	LANDSCAPE - CONTRACT	24,424.00
6080-0001	LANDSCAPE - C/S EXTER	6,185.01
6080-0010	LANDSCAPE -SEASONAL COLOR	<u>5,006.00</u>
	SUBTOTAL	<u>118,481.71</u>
 GENERAL PROPERTY SERVICES		
6100-0010	PROPERTY - MAINTENCE	16,666.67
6100-0025	PROPERTY - MGMT OFFICE	2,878.81
6100-0057	PROPERTY - MUSIC SYSTEM	50.00
6100-0065	PROPERTY - LIGHTING C/S	2,595.00
6100-0066	PROPERTY - WATER FEATURE	562.50
6200-0010	UTILITIES - ELECTRIC	13,612.50
6200-0035	UTILITIES - IRR/FIRE LINE	570.00
6300-0000	PROPERTY MGMT FEES	<u>112,342.78</u>
	SUBTOTAL	<u>126,809.70</u>
	TOTAL CAM EXPENSE	<u>245,291.41</u>
 DIRECT PROPERTY EXPENSES		
6050-0005	ALARM SYSTEMS	1,275.25
6100-0054	PROPERTY - FIRE HYD TEST	
6100-5001	TENANT TRASH	1,692.84
6200-0030	UTILITIES- WATER/SEWER	<u>10,900.00</u>
	SUBTOTAL	<u>13,868.09</u>
 SITE ADMINISTRATIVE EXPENSES		
6300-0014	ADMIN - EQUIPMENT	400.00
6300-0040	COMMUNICATIONS	860.00
6300-0065	POSTAGE	92.50
	SUBTOTAL	<u>1,352.50</u>
 MARKETING EXPENSES		
6400-1011	MKT - CHRISTMAS	<u>50,000.00</u>
	SUBTOTAL	<u>50,000.00</u>
 REAL ESTATE TAXES		
6500-0000	REAL ESTATE TAXES	<u>2,395,045.04</u>
	SUBTOTAL	<u>2,395,045.04</u>
 INSURANCE EXPENSES		
6500-0040	INSURANCE - OTHER	<u>19,356.00</u>
	SUBTOTAL	<u>19,356.00</u>
 LANDLORD EXPENSES		
	SUBTOTAL	<u>-</u>
	TOTAL EXPENSES	<u>2,724,913.04</u>
	NET AFTER EXPENSES	<u>(478,057.39)</u>

ACCOUNT NUMBER	DESCRIPTION	JANUARY 2010
REVENUE		
4100-0000	BASE MONTHLY RENT	777,798.33
4600-0001	TAX EXPENSE RECOVERY	42,542.83
4600-0002	OPERATING EXP RECOVERY	121,314.59
4600-0003	INSURANCE EXP RECOVERY	2,939.87
4600-0004	UTILITY/JANIT EXP RECOVER	878.05
4600-0011	PROMOTIONAL FUND RECOVERY	542.09
4600-0024	TRASH EXPENSE RECOVERY	2,379.65
TOTAL REVENUE		948,395.41
 COMMON AREA MAINTENANCE		
6000-0000	CLEANING - C/S DAY	7,488.00
6000-0002	WINDOW CLEANING	250.00
6000-0005	CLEANING - TRASH	416.89
6000-0006	CLEANING - PARKING LOT	11,383.74
6000-0010	CLEANING - PREASSURE WASH	2,500.00
6050-0000	SECURITY - CONTRACT SVCS	55,329.15
6050-0008	SECURITY - VEHICLE EXPENS	1,514.67
6080-0000	LANDSCAPE - CONTRACT	24,424.00
6080-0001	LANDSCAPE - C/S EXTER	432.51
6080-0010	LANDSCAPE -SEASONAL COLOR	5,006.00
SUBTOTAL		108,744.95
 GENERAL PROPERTY SERVICES		
6100-0010	PROPERTY - MAINTENCE	16,666.67
6100-0025	PROPERTY - MGMT OFFICE	2,878.81
6100-0057	PROPERTY - MUSIC SYSTEM	50.00
6100-0065	PROPERTY - LIGHTING C/S	2,595.00
6100-0066	PROPERTY - WATER FEATURE	562.50
6200-0010	UTILITIES - ELECTRIC	13,612.50
6200-0035	UTILITIES - IRR/FIRE LINE	6,400.00
6300-0000	PROPERTY MGMT FEES	47,419.77
SUBTOTAL		90,185.25
TOTAL CAM EXPENSE		198,930.20
 DIRECT PROPERTY EXPENSES		
6050-0005	ALARM SYSTEMS	1,275.25
6100-0054	PROPERTY - FIRE HYD TEST	450.00
6100-5001	TENANT TRASH	1,692.84
6200-0030	UTILITIES- WATER/SEWER	10,900.00
SUBTOTAL		14,318.09
 SITE ADMINISTRATIVE EXPENSES		
6300-0014	ADMIN - EQUIPMENT	400.00
6300-0040	COMMUNICATIONS	860.00
6300-0065	POSTAGE	92.50
SUBTOTAL		1,352.50
 MARKETING EXPENSES		
SUBTOTAL		-
 REAL ESTATE TAXES		
SUBTOTAL		-
 INSURANCE EXPENSES		
6500-0040	INSURANCE - OTHER	19,356.00
SUBTOTAL		19,356.00
 LANDLORD EXPENSES		
SUBTOTAL		-
TOTAL EXPENSES		233,956.79
NET AFTER EXPENSES		714,438.62

ACCOUNT NUMBER	DESCRIPTION	FEBRUARY 2010
REVENUE		
4100-0000	BASE MONTHLY RENT	777,798.33
4600-0001	TAX EXPENSE RECOVERY	42,542.83
4600-0002	OPERATING EXP RECOVERY	121,314.59
4600-0003	INSURANCE EXP RECOVERY	2,939.87
4600-0004	UTILITY/JANIT EXP RECOVER	878.05
4600-0011	PROMOTIONAL FUND RECOVERY	542.09
4600-0024	TRASH EXPENSE RECOVERY	2,379.65
TOTAL REVENUE		948,395.41
 COMMON AREA MAINTENANCE		
6000-0000	CLEANING - C/S DAY	7,488.00
6000-0002	WINDOW CLEANING	250.00
6000-0005	CLEANING - TRASH	416.89
6000-0006	CLEANING - PARKING LOT	11,383.74
6000-0010	CLEANING - PREASSURE WASH	2,500.00
6050-0000	SECURITY - CONTRACT SVCS	55,329.15
6050-0008	SECURITY - VEHICLE EXPENS	1,514.67
6080-0000	LANDSCAPE - CONTRACT	24,424.00
6080-0001	LANDSCAPE - C/S EXTER	432.51
6080-0010	LANDSCAPE -SEASONAL COLOR	5,006.00
SUBTOTAL		108,744.95
 GENERAL PROPERTY SERVICES		
6100-0010	PROPERTY - MAINTENCE	16,666.67
6100-0025	PROPERTY - MGMT OFFICE	2,878.81
6100-0057	PROPERTY - MUSIC SYSTEM	50.00
6100-0065	PROPERTY - LIGHTING C/S	2,595.00
6100-0066	PROPERTY - WATER FEATURE	562.50
6200-0010	UTILITIES - ELECTRIC	13,612.50
6200-0035	UTILITIES - IRR/FIRE LINE	6,400.00
6300-0000	PROPERTY MGMT FEES	47,419.77
SUBTOTAL		90,185.25
TOTAL CAM EXPENSE		198,930.20
 DIRECT PROPERTY EXPENSES		
6050-0005	ALARM SYSTEMS	1,275.25
6100-5001	TENANT TRASH	1,692.84
6200-0030	UTILITIES- WATER/SEWER	10,900.00
SUBTOTAL		13,868.09
 SITE ADMINISTRATIVE EXPENSES		
6300-0014	ADMIN - EQUIPMENT	400.00
6300-0040	COMMUNICATIONS	860.00
6300-0065	POSTAGE	92.50
SUBTOTAL		1,352.50
 MARKETING EXPENSES		
SUBTOTAL		-
 REAL ESTATE TAXES		
SUBTOTAL		-
 INSURANCE EXPENSES		
6500-0040	INSURANCE - OTHER	19,356.00
SUBTOTAL		19,356.00
 LANDLORD EXPENSES		
SUBTOTAL		-
TOTAL EXPENSES		233,506.79
NET AFTER EXPENSES		714,888.62

ACCOUNT NUMBER	DESCRIPTION	MARCH 2010
REVENUE		
4100-0000	BASE MONTHLY RENT	777,798.33
4600-0001	TAX EXPENSE RECOVERY	42,542.83
4600-0002	OPERATING EXP RECOVERY	121,314.59
4600-0003	INSURANCE EXP RECOVERY	2,939.87
4600-0004	UTILITY/JANIT EXP RECOVER	878.05
4600-0011	PROMOTIONAL FUND RECOVERY	542.09
4600-0024	TRASH EXPENSE RECOVERY	2,379.65
TOTAL REVENUE		948,395.41
COMMON AREA MAINTENANCE		
6000-0000	CLEANING - C/S DAY	7,488.00
6000-0002	WINDOW CLEANING	250.00
6000-0005	CLEANING - TRASH	416.89
6000-0006	CLEANING - PARKING LOT	11,383.74
6000-0010	CLEANING - PREASSURE WASH	2,500.00
6050-0000	SECURITY - CONTRACT SVCS	55,329.15
6050-0008	SECURITY - VEHICLE EXPENS	1,514.67
6080-0000	LANDSCAPE - CONTRACT	24,424.00
6080-0001	LANDSCAPE - C/S EXTER	4,980.01
6080-0010	LANDSCAPE -SEASONAL COLOR	5,006.00
SUBTOTAL		113,292.46
GENERAL PROPERTY SERVICES		
6100-0010	PROPERTY - MAINTENCE	16,666.67
6100-0025	PROPERTY - MGMT OFFICE	2,878.81
6100-0057	PROPERTY - MUSIC SYSTEM	50.00
6100-0065	PROPERTY - LIGHTING C/S	2,595.00
6100-0066	PROPERTY - WATER FEATURE	562.50
6200-0010	UTILITIES - ELECTRIC	13,612.50
6200-0035	UTILITIES - IRR/FIRE LINE	6,400.00
6300-0000	PROPERTY MGMT FEES	47,419.77
SUBTOTAL		90,185.25
TOTAL CAM EXPENSE		203,477.70
DIRECT PROPERTY EXPENSES		
6050-0005	ALARM SYSTEMS	1,275.25
6100-0054	PROPERTY - FIRE HYD TEST	450.00
6100-5001	TENANT TRASH	1,692.84
6200-0030	UTILITIES- WATER/SEWER	10,900.00
SUBTOTAL		14,318.09
SITE ADMINISTRATIVE EXPENSES		
6300-0014	ADMIN - EQUIPMENT	400.00
6300-0040	COMMUNICATIONS	860.00
6300-0065	POSTAGE	92.50
SUBTOTAL		1,352.50
MARKETING EXPENSES		
SUBTOTAL		-
REAL ESTATE TAXES		
SUBTOTAL		-
INSURANCE EXPENSES		
6500-0040	INSURANCE - OTHER	19,356.00
SUBTOTAL		19,356.00
LANDLORD EXPENSES		
SUBTOTAL		-
TOTAL EXPENSES		238,504.29
NET AFTER EXPENSES		709,891.12

The Rim
15 Day Operating Budget
As of November 2, 2009

Maintenance Uniforms	237.78
Lighting inspections	1,012.05
Dentention Pond Maintenance	1,385.08
Alarm line monitoring	1,166.84
Electricity	15,142.49
Water	9,053.48
Payroll Reimb	7,291.67
Trash	2,299.29
Security	15,606.18
	53,194.86

November expense
November expense
November expense
November expense
November expense
November expense
current month due now
11/15/09
November expense
2 weeks

EXHIBIT "B"

CERTIFICATE OF SERVICE

This is to certify that I have served copies of the foregoing *Emergency Motion for Turnover of Rents and for Interim Order (i) Authorizing Debtors to Use Cash Collateral and (ii) Setting Final Hearing* upon the following named parties by placing copies of the same, along with the ECF filing receipt, in the United States mail in properly addressed envelopes with adequate postage affixed thereto:

R. Jeneane Treace, Esq.
Chapter 11 Trustee
Office of the United States Trustee
75 Spring Street, S.W.
Room 362
Atlanta, Georgia 30303

Paul Baisier, Esq.
Seyfarth Shaw, LLP
One Peachtree Pointe
1545 Peachtree Street NE, Suite 700
Atlanta, Georgia 30309-2401

20 Largest Unsecured Creditors (see attached list)

This 4th day of November, 2009.

/s/ James P. Smith
James P. Smith